

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
Of
SCOTTISH SQUASH LIMITED
Company Number: SC198965

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INTERPRETATION, OBJECTS AND MEMBERSHIP

Defined Terms

1 In these Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006 which includes any statutory modification or re-enactment thereof for the time being in force;

"Articles" shall mean these articles of association, as may be amended from time to time;

"Associate Member" shall mean an individual member admitted to membership in accordance with these Articles;

"Associated Regional Association" shall mean those regional associations who have been admitted to membership in accordance with these Articles;

"CEO" shall mean the Chief Executive Officer of SSL;

"Company" shall mean Scottish Squash Limited or "SSL" (as hereinafter defined);

"Full Corporate Member" shall mean a full corporate member being a club, unincorporated association, company or other corporate form admitted to membership in accordance with these Articles;

"In writing" shall mean written, printed or lithographed or faxed, or partly one and partly another, and other modes of representing or reproducing words, symbols or other information in visible form;

"Management Board" shall mean the Board of Directors and "a member of the Management Board" shall mean a Director and shall have the meaning ascribed to it in Articles 22-36;

"Not less than... days" shall mean the period ending immediately before that date;

"Office of SSL" shall mean the published correspondence address for the time being of SSL;

"Ordinary Resolution" has the meaning given in section 282 of the Act, which is a resolution (notice of the meeting at which it is to be considered having been given to members entitled under these Articles to receive it) which, to be passed, requires a simple majority of the votes cast in a general meeting of the members entitled to vote;

"President", "Vice-President(s)", "Regional Director(s)" and "Non-Executive Directors" of SSL shall have the meaning ascribed to them in Articles 23-36 and shall be elected in accordance with these Articles;

"Registered Members" shall mean the senior and junior members of Full Corporate Members insofar as SSL has received all details required in accordance with Articles 13 and 76;

"Rules of Squash 57" shall mean the Rules of the Singles and Doubles game from time to time published by the Management Board, including specifications for Squash 57 courts and playing equipment;

"Rules of Squash" shall mean the Rules for the Singles and Doubles game from time to time published by the World Squash Federation, including specifications for Squash Courts and playing equipment;

"Secretary" shall mean the person appointed to perform the duties of the Secretary of SSL, including a general, joint, assistant or deputy Secretary.

"Special Resolution" has the meaning given in section 283 of the Act, which is a resolution (notice of the meeting at which it is to be considered having been given to the members entitled under these Articles to receive it) which requires at least 75% of the vote of the members present at the general meeting to vote to be passed;

"Squash" shall mean the sport of squash as played under the rules from time to time published by the World Squash Federation;

"Squash Club" shall mean any club, unincorporated association, company or other corporate body formed in relation to Squash;

"Squash Courts" shall mean a court complying with the specification for squash courts published in the Rules of Squash, whether or not that court is utilised solely for the playing of squash, and such other similar courts as may be agreed at a general meeting to be suitable for the playing of squash;

"Squash 57" shall mean the sport formerly known as racketball and played under the rules published from time to time by the Management Board;

"Squash 57 Club" shall mean any club, unincorporated association, company or other corporate body formed in relation to Squash 57;

"Squash 57 Court" shall have the same meaning as Squash Court;

"Squash Season" shall mean the period from 1 September to 31 August;

"World Squash Federation" shall mean the worldwide governing body of squash incorporated as the World Squash Federation Limited; and

- 2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on SSL.
- 3 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons except the words "individual" shall include associations, corporations and other organisations whether incorporated or unincorporated.
- 4 For the purposes of section 20 of the Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

Objects and Powers

- 5 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its principles and objects, including the publication of all codes of conduct and policies as decided upon by SSL from time to time.
- 6 The principles and objects of the Company are:
 - 6.1 To be non-profit making and to act as the governing body in Scotland of the sports of Squash and Squash 57;
 - 6.2 Uphold and enforce, in Scotland, the rules of Squash and Squash 57;
 - 6.3 To promote the growth and general welfare of Squash and Squash 57 in Scotland;
 - 6.4 To make, amend, uphold and enforce the regulations for Scottish National Squash Championships and competitions and for Scottish National Squash 57 Championships and competitions;
 - 6.5 To promote and organise Scottish Championships for teams and individuals;

- 6.6 To preserve the integrity of Squash and Squash 57 as sports;
- 6.7 To employ the funds of SSL in such manner as shall be deemed expedient in the interests of Squash and Squash 57;
- 6.8 To observe the general and the fundamental principles of sportscotland, Commonwealth Games Scotland and the Olympic Charter;
- 6.9 To ensure equality of opportunity and fair treatment of all people involved with the organisation, regardless of gender, pregnancy and maternity, gender reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership status, age, sexual orientation, religion or belief or social background; and
- 6.10 To do all such things as the Management Board thinks fit to further the interests of SSL or to be conducive or incidental to the attainment of all or any of the Objects stated above.

Membership: General

- 7 SSL shall comprise:
 - 7.1 Full Corporate Members as admitted to membership in accordance with Article 8. Such members shall have the right to receive notice of, attend and vote at all General Meetings of SSL.
 - 7.2 Associate Members admitted to membership in accordance with Article 8 being any individual who is ordinarily resident outwith Scotland (as determined by the Management Board in their entire discretion) who wishes to take part in tournaments in Scotland or represent Scotland. Such members shall have no right to attend, speak or vote at General Meetings of SSL.
 - 7.3 Associated Regional Associations as further described in Articles 9-11. Such members shall have the right to receive notice of attend and speak but not vote at General Meetings of SSL.
 - 7.4 Individual recreational members, not being Registered Members of a Full Corporate Member, who have agreed to be affiliated to SSL.
- 8 Any Squash Club and/or Squash 57 Club which is eligible for Full Corporate membership, any individual, incorporated groupings of individuals wishing to be recognised by SSL and all applicants for Associated Regional Association membership may apply to SSL for admission as a member. Such applications shall be in such form and accompanied by such information as prescribed by the Management Board from time to time and such subscription fee as prescribed by the Management Board from time to time. Applicants shall be admitted to Full Corporate Membership or Associate Membership (as appropriate) unless it is otherwise determined by the Management Board. Applicants shall be admitted to Associated Regional Association membership in accordance with Articles 9-11 in the case of incorporated groupings of individuals, the constitution of the group shall comply with the principles and objects of SSL and all rules of SSL as determined by the

Management Board from time to time and must be in a form acceptable to the Management Board. Membership shall not be transferable.

Associated Regional Associations

- 9 Full Corporate Members shall be grouped into Associated Regional Associations for the purpose of promoting and regulating Squash and Squash 57 in Scotland. In the event of a dispute as to which Associated Regional Association a Full Corporate Member should belong, the decision of the Management Board shall be final.
- 10 Associated Regional Associations shall assist SSL in implementing the principles and objects of SSL and all rules and policies of SSL in their regions and must observe all principles and objects of SSL and all rules and policies of SSL.
- 11 The number and geographical boundaries of the Associated Regional Associations will be in line with those of the Regional Institute of Sport as determined from time to time by sportscotland (or any successor body).

Membership: Subscriptions

- 12 The application by a prospective Full Corporate and/or Associate Member and/or individual recreational member shall be accompanied by the appropriate joining and subscription fees from time to time determined by SSL.
- 13 Each Full Corporate and/or Associate Member and/or Associated Regional Associations and/or individual recreational member shall pay an annual renewal subscription towards the expenses of SSL. The scale, rate and amounts of all such renewal subscriptions shall be determined by the Management Board at a General Meeting. Each Full Corporate Member shall also submit a list of Registered Members and any other information requested by SSL.
- 14 The provisions of Article 19 shall apply in the event of non-payment of the annual subscription fees.

Membership: Rights

- 15 Subject to Article 16 below and in addition to the rights conferred upon members under the Act, each Full Corporate Member and Associated Regional Association shall be entitled to appoint one delegate to represent it or him at a General Meeting and who shall be regarded by SSL as the official point of contact. In addition, each Full Corporate Member shall be entitled to appoint one observer who may attend the General Meeting but may speak only with the permission of the Chairman and shall not be entitled to vote on behalf of the Full Corporate Member.
- 16 A person may only represent (either as delegate or observer) one Full Corporate or Associated Regional Association and may not vote or speak on behalf of another Full Corporate or Associated

Regional Association. Members of the Management Board shall not be permitted to represent in any capacity whatsoever either a Full Corporate or Associated Regional Association. A delegate shall, if so required, produce to the Management Board evidence sufficient to satisfy the Management Board that he/she is the properly appointed delegate of the Full Corporate or Associated Regional Association he/she claims to represent.

Membership: Disputes

- 17 Full Corporate, Associate Members, Associated Regional Associations, Officers and Registered Members of SSL shall not be permitted to bring before a court of justice disputes involving all or any of them, and membership of SSL shall involve members renouncing the right to take a dispute before a court of justice. Any such dispute shall be referred to an arbitration tribunal appointed by common consent, or failing this in the case of Squash only, by the President of the World Squash Federation.

Membership: Cessation and Suspension

- 18 A Full Corporate and/or Associate Member wishing to retire from SSL must give notice in writing to be received by SSL not later than three calendar months before the end of the current Squash Season, and in default will be held liable for the subscription for the current Squash Season.
- 19 Any Full Corporate Member and/or Associate Member which/who fails to pay its/his subscription by 31 October in any year may be suspended from membership and all membership rights of that member may be deemed to be revoked. It/he shall remain liable for subscriptions during the period of suspension and may be re-admitted to membership by the Management Board upon full payment of the subscription due. During the period of such suspension the suspended Full Corporate Member may not attend, speak or vote at General Meetings of SSL.
- 20 Any Full Corporate and/or Associate Member whose continued membership, in the opinion of the Management Board, damages the national standing of Squash or Squash 57 as a Scottish sport or carries out any act or practice which in the opinion of the Management Board is detrimental to Squash or Squash 57 may be suspended or expelled from their membership of SSL, if it is so determined by the Management Board. Any such suspension or expulsion shall be effective from the date upon which notice of the suspension or expulsion is given to the Member concerned by the Management Board. During the period of any such suspension the suspended Full Corporate and/or Associate Member may not attend, speak or vote at General Meetings of SSL or participate in SSL competitions. The suspended Full Corporate and/or Associate Member shall remain liable for payment of its/his subscription to SSL notwithstanding its/his suspension. For the avoidance of doubt the Management Board shall have the power to prohibit any act or practice by Full Corporate and/or Associate Member which in the opinion of the Management Board is or was detrimental to Squash or Squash 57. The Management Board may impose any such conditions as it sees fit on the club or individual in question in the event of any suspension or expulsion.

- 21 Any Registered Members who have allegedly breached the rules of Squash or Squash 57 and/or have acted in a way that may have brought Squash or Squash 57 into disrepute will be dealt with under the SSL Disciplinary Policy (as amended from time to time).

MANAGEMENT BOARD

Composition of the Management Board

- 22 The number of members of the Management Board shall be not less than three and shall be subject to a maximum of twelve members. Members of the Management Board may serve for a maximum tenure of ten years after which time the member must resign from the Management Board and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL for a period of three years. Notwithstanding the adoption of the new Articles of Association, please refer to the bridging provisions in Articles 99-101 for the agreed tenures of the current members of the Management Board. The Management Board shall comprise the following individuals:

22.1 the President;

22.2 the CEO;

22.3 the three Vice-Presidents (who have been elected in accordance with the provisions of Article 24 of these Articles and who hold the office of director of SSL) and who are also Regional Directors, nominated by their Associated Regional Association;

22.4 the Financial Director (who has been elected in accordance with the provisions of Article 34 of these Articles and who holds the office of director of SSL);

22.5 Regional Directors nominated by each Associated Regional Association (who shall be appointed to the office of director of SSL) and who have not been elected as a Vice-President;
and

22.6 up to three other Non-Executive directors where, in the opinion of the Management Board, such person(s) have particular knowledge or expertise not covered by other members of the Management Board.

Election of Management Board: President

- 23 The President shall be a director by virtue of his office and shall have such rights and privileges as the Management Board shall from time to time prescribe. The election of President shall be in accordance with Articles 25-30. A member so appointed shall hold office for a four year term but shall be eligible for re-election. The President shall hold office until the Annual General Meeting in the fourth year following their election, at which meeting the President shall retire but shall be eligible for re-appointment for a further four year term in accordance with these Articles. There shall be no re-

election following completion of the second four year term and the President shall retire at the Annual General Meeting in the fourth year following their re-election. Upon termination or resignation the President shall resign from the office of member of the Management Board if he/she has served the maximum tenure of ten years and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL (including as a Regional Director) for a period of three years.

Election of Management Board: Vice-President

24 The Vice-Presidents shall be directors by virtue of their office and shall have such rights and privileges as the Management Board shall from time to time prescribe. The election of Vice-Presidents shall be in accordance with Articles 25-30. A member so appointed shall hold office for a three year term but shall be eligible for re-election. The Vice-President shall hold office until the Annual General Meeting in the third year following their election, at which meeting the Vice-President shall retire but shall be eligible for re-appointment for a further three year term in accordance with these Articles. There shall be no re-election following completion of the second three year term and the Vice-President shall retire at the Annual General Meeting in the third year following their re-election. Upon termination or resignation, the Vice-President shall resign the office of member of the Management Board if he/she has served the maximum tenure of ten years and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL (including as a Regional Director) for a period of three years.

Procedure for Elections of President and Vice-President

25 Nominations for the election of the President and the Vice-Presidents must be received at the offices of SSL not less than thirty days before the date of the Annual General Meeting at which the election is to be held.

26 No nomination shall be accepted as valid unless:

26.1 It is made by a Full Corporate Member;

26.2 SSL has received, before the closing date for nominations, a statement signed by the nominee confirming his/her willingness to stand; and

26.3 SSL has received, before the closing date for nominations, a statement from the nominee confirming either that he/she has no financial interest in the game of Squash, or if he/she does have such interests then setting out in full the nature and extent of those interests. In the event of the latter, then such statement shall accompany the papers distributed for the Annual General Meeting.

27 Details of nominations received shall accompany the papers distributed for the Annual General Meeting at which the elections are to be held. These shall comprise:-

- 27.1 a list of all valid nominations:
- 27.2 any statement arising out of Article 26.3 above; and
- 27.3 a statement of reasonable length in support of the candidate's nomination (if written and submitted by the candidate).
- 28 The election of the President and Vice-Presidents shall be held at the end of the Annual General Meeting. All elections shall be conducted by secret ballot unless it is otherwise determined by the Company.
- 29 The election for the post of President shall be conducted first. If there is only one candidate then he/she shall be declared elected. If there are two or more candidates, then the person or persons for whom the most number of properly recorded votes is cast shall be declared elected and in the event of an equality of votes the CEO shall have a casting vote.
- 30 The elections for the posts of Vice-President shall follow the election of the President and shall be conducted in the same manner as the election for the post of President. If the elected President was also a candidate as a Vice-President, then he/she shall automatically be removed from the voting procedures for Vice-Presidents.

Election of Management Board: Regional Directors

- 31 The Management Board shall publicise to Associated Regional Associations details of the roles and responsibilities of and skills required from a Regional Director when seeking nominations from Associated Regional Associations and it shall be the responsibility of the Associated Regional Association to make proper arrangements in accordance with any policies made by the Management Board for the nomination of a Regional Director from that region.
- 32 All persons nominated by an Associated Regional Association must be bona fide Registered Members of Full Corporate Members. The nominated Regional Directors shall be appointed to the office of director and shall assist SSL in implementing the principles and objects of SSL in their respective regions and as such may be appointed to the chair of sub-committees. Regional Directors shall hold office until the AGM following their appointment whereupon they must resign but may be re-appointed to the position of Regional Director thereafter in accordance with this Article. Regional Directors may serve for a maximum of ten years as a member of the Management Board after which time the member must resign from the Management Board and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL for a period of three years.
- 33 In the event that an Associated Regional Association does not nominate a person for appointment as a Regional Director within 3 months of the call for nominations, the Management Board shall advertise for applicants to stand as a Non-Executive Director of SSL, detailing the required skill then sought by the Management Board, and shall be able to appoint such person to act in such

capacity for the remainder of the term which the Regional Director would have held office had a person been nominated.

Election of Management Board: Financial Director, Non-Executive Directors, Company Secretary & Casual Vacancies

- 34 Any member of the Management Board may propose the appointment of the Financial Director and up to three Non-Executive Directors where, in the opinion of the Management Board, such person(s) have particular knowledge or expertise not covered by other members of the Management Board. The appointment of new Non-Executive Directors must be ratified at a meeting of the Management Board and thereafter filed in the SSL records at Companies House. The Financial Director and the Non-Executive Directors may serve for a maximum of ten years as a member of the Management Board after which time the member must resign from the Management Board and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL for a period of three years.
- 35 Subject to the provisions of the Act, the Management Board may appoint a Secretary for such term upon such conditions as it may think fit and any Secretary so appointed may be removed by it.
- 36 Any casual vacancy howsoever occurring in the Management Board may, pending election at an AGM held in accordance with the provisions of these Articles, be filled by the Management Board.

Powers of the Management Board

- 37 Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the business of SSL shall be managed by the Management Board who may exercise all the powers of SSL and may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of SSL as they think fit. Notwithstanding the foregoing generality, the Management Board shall establish the strategic direction and policies of SSL from time to time, secure funding, approve budget and monitor expenditure, monitor the implementation of all plans and policies of SSL and provide direction and leadership for Squash in Scotland.
- 38 The Management Board may, by power of attorney or otherwise, appoint any person to be the agent of SSL for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his/her powers. All acts and proceedings delegated under this Article shall be reported to the Management Board. The Management Board may revoke any delegation in whole or part, or alter its terms.
- 39 The Management Board may exercise all the powers of SSL to borrow money without limit as to amount and upon such terms and in such manner as it thinks fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any

debt, liability or obligation of SSL or of any third party.

- 40 The Management Board may from time to time approve or amend, suspend or revoke policies relating to the management and procedures of SSL which shall be binding on all members of SSL. Said policies shall be intimated by the Management Board to all members and shall be enforceable from such date two days after intimation of same has been sent to all members (notwithstanding the fact that one or more members may not have received the same).

Delegation of Powers and Formation of Sub-Committees

- 41 The Management Board may delegate any of their powers, duties and responsibilities to any sub-committees consisting of one or more of their number and/or individuals who in their sole opinion are considered fit to perform such functions. They may also delegate to any member of the Management Board such of their powers as they consider desirable to be exercised by him/her. Any such delegation of power or formation of sub-committees may be made subject to any conditions the members of the Management Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Insofar as these Articles do not regulate the proceedings of sub-committees, the proceedings of a sub-committee with two or more members shall be governed by the Articles regulating the proceedings of the Management Board so far as they are capable of applying. Sub-committees shall implement relevant policies and plans delegated to them by the Management Board.

Disqualification and Removal of Members of the Management Board

- 42 SSL may by special resolution remove any member of the Management Board whereupon an election of his/her replacement shall be held in accordance with the provision of these Articles. Prior to any decision regarding the removal of a member of the Management Board, the President shall have the power to suspend that individual from any involvement in the Sport.
- 43 Without prejudice to the provisions of section 168 of the Act, the office of a member of the Management Board shall be vacated if:-
- 43.1 he/she has served the maximum tenure of ten years on the Management Board; or
- 43.2 he/she ceases to be a member of the Management Board by virtue of any provision of the Act or he/she becomes prohibited by law from being such a member; or
- 43.3 he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- 43.4 he/she is, suffering from mental disorder or mental impairment and a registered medical practitioner gives a written opinion confirming that he/she is incapable of carrying out their duties; or

- 43.5 he/she resigns his/her office by notice to SSL; or
- 43.6 he/she shall for more than six consecutive months have been absent without permission of the members of the Management Board from meetings of the Management Board held during that period and the members of the Management Board resolve that his/her office be vacated; or
- 43.7 in the view of the Management Board by majority vote he/she does not fulfil his/her responsibilities properly as a member of the Management Board or is in breach of the Management Board Code of Conduct (or any similar code, policy or guideline of SSL introduced from time to time); or
- 43.8 in the case of Regional Directors, the Associated Regional Association of which they are a representative ceases to be a member of the Company or the Associated Regional Association does not comply with any rules or policies of SSL or is banned, suspended or expelled from membership of SSL.

Remuneration of Members of the Management Board

- 44 Members of the Management Board shall not be entitled to payment for their services as a member of the Management Board but may be paid reasonable and proper remuneration in return for any services actually rendered to the Company (other than services rendered as a member of the Management Board) whether as an employee or otherwise and may be reimbursed for expenses incurred in legitimate work for SSL which has been authorised in advance of expenditure and which conforms to the criteria for expenses set by the Management Board.

Proceedings of the Management Board

- 45 Subject to the provisions of the Articles, the Management Board may regulate its proceedings as it thinks fit. A member of the Management Board may, and the Secretary at the request of a member of the Management Board shall, call a meeting of the Management Board. Notice of any meeting of the Management Board must indicate its proposed date and time, where it is to take place and if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting. Notice of a meeting of the Management Board must be given to each director, but need not be in writing.
- 46 A member of the Management Board or member of a committee of the Management Board may participate in a meeting of the Management Board or such committee by means of telephonic, video conferencing or similar communications whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such a meeting. The location of such meeting shall be deemed to be the place at which the Chairman of the meeting was located at the time of that meeting.

- 47 The quorum for the transaction of the business of the Management Board shall be four.
- 48 The President of SSL, in his absolute discretion, may invite guests, from time to time, to attend meetings of the Management Board. Such guests shall only attend the meeting for business germane to their expertise and knowledge and as directed by the President. No such invited guests shall have a vote on matters determined at a meeting of the Management Board.
- 49 The continuing members or member of the Management Board may act notwithstanding any vacancies in their number, but, if the number of members of the Management Board is less than the number fixed as the quorum, the continuing member or members of the Management Board may act only for the purpose of filling vacancies or of calling a General Meeting.
- 50 The President of SSL shall ordinarily be the Chairman of meetings of the Management Board. In the absence of the President of SSL, the Management Board may appoint one of its number to be the Chairman of the Management Board and may at any time remove him/her from that office. But if there is no member of the Management Board holding that office, or if the member of the Management Board holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Management Board present may appoint another of their number to be Chairman of the meeting.
- 51 All acts done by the Management Board, or of a sub-committee of the Management Board, or by a person acting as a member of the Management Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Management Board or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Management Board and had been entitled to vote.
- 52 A resolution in writing signed by all the members of the Management Board entitled to receive notice of a meeting of the Management Board or of a sub-committee of the Management Board shall be as valid and effectual as if it had been passed at a meeting of the Management Board or (as the case may be) a committee of the Management Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Management Board.
- 53 A member of the Management Board shall not vote at a meeting of the Management Board or of a sub-committee of the Management Board on any resolution concerning a matter in which he/she directly or indirectly has an interest or duty which is material and which conflicts or may conflict with the interests of SSL and all members of the Management Board shall comply at all times with the provisions of the Act in relation to any such interest.
- 54 For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on SSL),

connected with a member of the Management Board shall be treated as an interest of the member of the Management Board.

- 55 A member of the Management Board shall not be counted in the quorum present at a meeting of the Management Board in relation to a resolution on which he/she is not entitled to vote.
- 56 If a question arises at a meeting of the Management Board or of a sub-committee of the Management Board as to the right of a member of the Management Board to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his/her ruling in relation to any member of the Management Board other than himself/herself shall be final and conclusive.
- 57 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 58 The Management Board shall meet at least four times a year. The Management Board shall cause Minutes to be made:
- 58.1 of all appointments of officers made by the Management Board; and
- 58.2 of all proceedings at meetings of SSL, of the members of any class of SSL and of the Management Board and any sub-committee of the Management Board, including the names of the members of the Management Board present at such meeting.

ANNUAL GENERAL MEETING AND GENERAL MEETINGS

Annual General Meeting

- 59 SSL shall hold a General Meeting in every calendar year not later than six months after the date of the end of SSL's financial year as its Annual General Meeting at such a time and place as may be determined by the Management Board, and shall specify the meeting as such in the notices calling it.
- 60 The Annual General Meeting shall be held for the following purposes:
- 60.1 to receive the Company's accounts for the year together with the reports of the Directors and the Auditor;
- 60.2 to approve the Annual Report;
- 60.3 to adopt the examined income and expenditure account and balance sheet;
- 60.4 to receive from the Management Board a report of the activities of SSL since the previous Annual General Meeting;

60.5 to announce the election of the President, Vice-Presidents, Regional Directors and Non-Executive Directors to be appointed in accordance with these Articles; and

60.6 to transact such other business as may be brought before it.

61 Any Full Corporate Member or a majority of the Management Board shall be entitled to have included on the agenda of a General Meeting any matter, motion or proposal. All such proposals submitted by a member or a majority of the Management Board must be received at the offices of SSL not less than thirty days prior to the General Meeting at which it is to be discussed.

62 All General Meetings other than Annual General Meetings shall be called General Meetings.

Notice

63 All General Meetings of SSL shall be called by at least 14 days' notice but a General Meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat.

64 Any notice to be given to or by any person pursuant to these Articles shall be in writing. SSL may give any notice or provide any other document to a member either: (i) personally; or (ii) by sending it by post in a prepaid envelope addressed to the member at his/her registered address; or (iii) by leaving it at that address; or (iv) by sending it by fax to the last fax number notified to the Company; or (v) by a website the address of which has been notified to the member; or (vi) by electronic mail to an address notified by the member to the Company. This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member. A properly addressed notice or document sent by pre-paid post shall be deemed to have been given 48 hours after the date on which the notice is posted. A notice or document sent by telefax shall be deemed to have been given 2 hours after the time of transmission. A notice or document (other than a share certificate) sent by electronic mail, shall be deemed to have been delivered at the time it was sent. A notice or document sent by a website shall be deemed to have been delivered when the material was first made available on the website, or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

65 A member present at any meeting of SSL shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

66 All notices of a General Meeting shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

67 The notice shall be given to all categories of member (other than Associate Members), Associated

Regional Associations and the Auditors and shall include notice of the resolutions to be considered at the meeting and elections. The notice calling the General Meeting shall be accompanied by such written reports and other documents as may be relevant to the proposed business of the General Meeting including, in the case of the Annual General Meeting, an examined income and expenditure account and balance sheet, notice of a motion to authorise the Management Board to appoint, and fix the remuneration of accountants and notice of a motion to determine subscription and affiliation fees for the forthcoming seasons.

- 68 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Quorum for General Meetings

- 69 No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten percent of Full Corporate Members present either in person or by proxy shall constitute a quorum.

- 70 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine, notice of the adjourned meeting to be given in accordance with the provisions of Articles 63-68 above.

Chairing General Meetings

- 71 The President of SSL shall preside as Chairman at every General Meeting. If he/she is not present within fifteen minutes after the time appointed for the holding of a General Meeting one of the members of the Management Board chosen by the Management Board shall chair the meeting, or if no such member thereof be present, or if all members of the Management Board present decline to chair, the Full Corporate Members present shall choose one of their number present to chair.

- 72 A member of the Management Board shall, notwithstanding that he/she is not a member be entitled to attend and speak at any General Meeting (and at any separate meeting of any class of members of SSL).

Adjournment

- 73 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.

- 74 The Chairman of the meeting may, with the consent of any such meeting at which a quorum is

present (and shall if so directed by in excess of one half of all the votes properly cast) adjourn the meeting from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever such a meeting is adjourned for forty five days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

Voting

- 75 Subject to the provisions of these Articles only Full Corporate Members represented in accordance with these Articles at a General Meeting shall be entitled to vote.
- 76 Full Corporate Members shall be entitled to one vote for every ten current Registered Members of the Full Corporate Member, the minimum number of votes being one. Full Corporate Members must provide to SSL in relation to each individual it wishes to treat as a Registered Member, his/her full name and address, date of birth and email address. Failure to provide such information may mean that the individual in question shall not be treated as a Registered Member.
- 77 A Full Corporate Member may vote for, against or formally register its abstention from voting in respect of a motion or resolution. If a Full Corporate Member elects not to participate in the voting procedure, its position shall not be recorded and taken into account in determining whether or not the motion or resolution has been carried.
- 78 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- 79 A resolution put to the vote of a meeting may, at the discretion of the Chairman, be decided on a show of hands, a poll or secret ballot and by proxy.
- 80 A resolution will not be decided by a poll unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 80.1 In advance of the General Meeting where it is to be put to the vote;
- 80.2 by the Chairman;
- 80.3 by the Management Board; or
- 80.4 by at least three Full Corporate Members.
- 81 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or

carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

82 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

83 A poll shall be taken as the Chairman directs and he/she may appoint scrutineers (who need not be members). The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

84 A poll demanded at the instigation of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

85 The appointment of a proxy must be made in accordance with the Act in the form prescribed from time to time by SSL and must be delivered to the office of SSL at least 48 hours before the scheduled start of the meeting. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to SSL by or on behalf of that person. Unless a proxy notice indicates otherwise, it must be treated as:

85.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

85.2 Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

86 A resolution in writing executed in the case of an Ordinary Resolution and in the case of a Special Resolution shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

87 An Ordinary Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:

87.1 Notice of the proposed amendment is given to SSL in writing by a person entitled to vote at the

General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman may determine), and

- 87.2 The proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
- 88 A Special Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:
- 88.1 The chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
- 88.2 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 89 In the event of an equality of votes at any General Meeting the Chairman of the meeting shall have a casting vote.

FINANCIAL

Liability, Dividends, Profits & Reserves

- 90 The liability of the members is limited. Every guarantee member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company in the event of its being wound up while he/she is a guarantee member or within one year after he/she ceases to be a guarantee member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a guarantee member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
- 91 The income of SSL shall be applied solely towards the promotion of the principles and objects of SSL and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise to any class of member. This does not restrict the power to distribute any profit to another non-profit making body.
- 92 Nothing in Article 44 above shall prevent the payment in good faith by SSL of expenses incurred in legitimate work for SSL which has been authorised in advance of expenditure and which conforms to the criteria for expenses set by the Management Board.

Winding Up

- 93 If upon the winding-up or dissolution of SSL whether by virtue of a resolution of the Full Corporate Members or otherwise, any property which remains after satisfaction of all the Company's debts and liabilities shall not be paid to or distributed among the members of the Company but shall be returned to funding bodies or with their agreement be transferred to some other charitable body or bodies

(whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as these Articles. Any unused funding from grants paid by sportscotland (or other sports funding organisation) shall be dealt with under the terms of the agreement with the respective funding organisation.

Accounts

- 94 The Management Board shall cause accounting records of SSL to be kept in accordance with the provisions of the Act.
- 95 The financial year of SSL shall be 1 April to 31 March.
- 96 The Management Board shall ensure that the annual statement of accounts and balance sheet be prepared and examined as soon as practicably possible after the financial year end to which the accounts relate, and in any event prior to the Annual General Meeting.

Indemnity

- 97 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Board may otherwise be entitled, every member of the Management Board or other officer of SSL shall be indemnified out of the assets of SSL against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of SSL, but this Article shall only have effect in so far as its provisions are not avoided by the Act.
- 98 The Management Board shall have power to purchase and maintain for any member of the Management Board or other officer of SSL, insurance against any such liability as is referred to in the Act.

BRIDGING PROVISIONS

- 99 Article 22 stipulates that members of the Management Board may serve for a maximum tenure of ten years after which time the member must resign from the Management Board. From the date that the new Articles of Association are adopted the current members of the Management Board shall serve the remaining years of their ten year tenures after which time the member must resign from the Management Board and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL for a period of three years.
- 100 Article 23 stipulates that the President may hold office for two separate four year terms after which time the President must resign from the Management Board. From the date that the new Articles of Association are adopted, the President, in order to align with the Commonwealth Games four year

cycle, shall hold office for a five year term from the date that he/she is elected. Should it be the current President who is re-elected, there shall be no re-election following completion of the five year term. Any other member so appointed as President shall be eligible for re-election for a four year term and there shall be no re-election following completion of this four year term and the President shall retire at the Annual General Meeting in the fourth year following their re-election. Upon termination or resignation, the President shall resign the office of member of the Management Board if he/she has served the maximum tenure of ten years and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL (including as a Regional Director) for a period of three years.

101 Article 24 stipulates that Vice-Presidents may hold office for two separate three year terms after which the Vice-President must resign from the Management Board. From the date that the new Articles of Association are adopted, the current Vice-Presidents shall complete their terms of office and shall be eligible for re-election for one term of three years. If re-elected and following completion of this three year term, the Vice-President shall retire at the Annual General Meeting in the third year following their re-election. Upon termination or resignation, the Vice-President shall resign the office of member of the Management Board if he/she has served the maximum tenure of ten years and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSL (including as a Regional Director) for a period of three years.